

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Jacqueline Marcus
Robert J. Lemons

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:
	:
Debtors.	:
	:
-----X	

**Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)**

**ORDER AUTHORIZING DEBTORS TO
ASSUME CERTAIN EXECUTORY CONTRACTS**

WHEREAS on October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a Plan Supplement [ECF No. 21254], as amended from time to time (the “Plan Supplement”),¹ containing documents and schedules in connection with the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”), dated December 5, 2011 [ECF No. 22973] that was confirmed by order of the Court on December 6, 2011 [ECF No. 23023] (the “Confirmation Order”);²

WHEREAS the Plan became effective on March 6, 2012;

¹ A list of the amendments to the Plan Supplement and other notices and orders pertaining thereto is annexed hereto as Exhibit A.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan and the Confirmation Order.

WHEREAS pursuant to the Confirmation Order, the Court approved the assumption, pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, of each executory contract and unexpired lease designated in the Plan Supplement, other than any executory contracts and unexpired leases set forth on Schedules 1 and 2 of the Confirmation Order, or that were the subject of the objections listed on Schedules 1 and 2 of the Confirmation Order;

WHEREAS the executory contracts listed on Exhibit B hereto (the “U.S. Bank Contracts”) were included on Schedule 1 of the Confirmation Order and designated as February 14 Contracts because U.S. Bank National Association (“U.S. Bank”) filed objections [ECF Nos. 21655, 21922, and 22281] (the “U.S. Bank Objections”) to the Debtors’ proposed assumption of such contracts;

WHEREAS the hearing on the Debtors’ proposed assumption of the U.S. Bank Contracts has been adjourned to December 13, 2012;

WHEREAS the Debtors and U.S. Bank have resolved all issues related to assumption of the U.S. Bank Contracts and U.S. Bank has withdrawn its objection to assumption of such contracts [ECF Nos. 31116, 31272, and 32050];

WHEREAS because no objections to the Debtors’ assumption of the U.S. Bank Contracts remain to be resolved, the Debtors seek this Court’s approval to assume the U.S. Bank Contracts in accordance with the Confirmation Order and the Plan;

IT IS HEREBY:

ORDERED that pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, the assumption of the U.S. Bank Contracts by the Debtors is hereby approved; and it is further

ORDERED that the filing and service of the Plan and the Plan Supplement, the service of notice of the \$0 cure amount, the publication of the Confirmation Order, and the service of a notice of presentment with respect to this Order provides adequate notice of the assumption of the U.S. Bank Contracts; and it is further

ORDERED that there are no defaults of any of the Debtors under the U.S. Bank Contracts that must be cured pursuant to section 365(b) of the Bankruptcy Code; and it is further

ORDERED that U.S. Bank and all counterparties to the U.S. Bank Contracts have been provided with adequate assurance of future performance pursuant to section 365(f) of the Bankruptcy Code; and it is further

ORDERED that the assumption of the U.S. Bank Contracts shall not enhance any contractual rights of U.S. Bank or any counterparty that were otherwise unenforceable under the Bankruptcy Code immediately prior to the assumption of such contracts; *provided, however*, that the rights of U.S. Bank and all counterparties to assert that a contractual right was enforceable under the Bankruptcy Code immediately prior to assumption or rejection and the Debtors' rights to dispute any such assertions are fully preserved; and it is further

ORDERED that with respect to the U.S. Bank Contracts, any defaults on the part of the Debtors that may arise because of a condition specified in section 365(b)(2) of the Bankruptcy Code ("Ipsa Facto Defaults") are not subject to the requirements under section 365(b)(1) of the Bankruptcy Code and no party shall be permitted to declare a default, terminate, cease payment, delivery or any other performance under any executory contract or unexpired lease, or any agreement relating thereto, or otherwise modify any such executory contract or unexpired lease, assert any Claim or right to termination payment, or impose any penalty or otherwise take action against a Debtor as a result of an Ipsa Facto Default; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
November 28, 2012

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

EXHIBIT A

**AMENDMENTS TO THE PLAN SUPPLEMENT AND OTHER NOTICES AND
ORDERS PERTAINING THERETO**

1. Amendment No. 1 to the Plan Supplement, filed on November 4, 2011 [ECF No. 21665].
2. Amendment No. 2 to the Plan Supplement, filed on November 15, 2011 [ECF No. 22156].
3. Amendment No. 3 to the Plan Supplement, filed on November 22, 2011 [ECF No. 22590].
4. Amendment No. 4 to the Plan Supplement, filed on November 29, 2011 [ECF No. 22742].
5. Amendment No. 5 to the Plan Supplement, filed on December 2, 2011 [ECF No. 22876].
6. Amendments No. 6 and No. 7 to the Plan Supplement, filed on December 5, 2011 [ECF Nos. 22975 and 22980].
7. Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on January 31, 2012 [ECF No. 24823].
8. Notice of (i) Withdrawal of Debtors' Application to Assume Certain Executory Contracts, (ii) Indefinite Adjournment of Debtors' Application to Assume Certain Executory Contracts, (iii) Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, and (iv) Status Conference on Debtors' Proposed Assumption of Executory Contracts, filed on February 9, 2012 [ECF No. 25201].
9. Third Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 13, 2012 [ECF No. 25266].
10. Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on March 19, 2012 [ECF No. 27016].
11. Fourth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on April 3, 2012 [ECF No. 27262].
12. Fifth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on May 31, 2012 [ECF No. 28313].
13. Notice of Presentment of Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, filed on May 31, 2012 [ECF No. 28326].
14. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on June 19, 2012 [ECF No. 28871].
15. Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28956].

16. Corrected Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28957].
17. Seventh Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on August 14, 2012 [ECF No. 30026].
18. Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on September 12, 2012 [ECF No. 30894].
19. Order Authorizing Debtors to Assume Certain Executory Contract, filed on September 28, 2012 [ECF No. 31130].
20. Eighth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on October 19, 2012 [ECF No. 31569].

EXHIBIT B

U.S. BANK CONTRACTS

**THE FOLLOWING CONTRACTS LISTED IN THE PLAN SUPPLEMENT ON
EXHIBIT 2, PART A – DERIVATIVES CONTRACTS – ARE U.S. BANK CONTRACTS:**

Counterparty	Debtor	Title of Agreement	Notice Address
Airis Newark Int'l Air Cargo Center	Lehman Brothers Special Financing Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			Airis Newark Int'l Air Cargo Center Cargo Building 340 Newark Liberty International Airport Newark, NJ, 07114
Atlantic County Utilities Authority	Lehman Brothers Special Financing Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			Atlantic County Utilities Authority 6700 Delilah Road Egg Harbor Township, NJ 08234
Benedictine Health System	Lehman Brothers Special Financing Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			Benedictine Health System 503 E. Third St. Suite 206 Duluth, MN 55805

Counterparty	Debtor	Title of Agreement	Notice Address
City of Redding, California	Lehman Brothers Special Financing Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			City of Redding California P.O. Box 496071 Redding, CA 96049-6071
Clark Atlanta University	Lehman Brothers Special Financing Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			Clark Atlanta University 223 James P. Brawley Drive Atlanta, GA 30314
Illinois Finance Authority	Lehman Brothers Special Financing Inc.	Special Reserve Fund Agreement dated on 5/12/1998	Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			Illinois Finance Authority 233 South Wacker Drive, STE 5310 Chicago, IL, 60606-6368
Orange County, California	Lehman Brothers Special Financing Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
			Orange County, California Hall of Administration 333 West Santa Ana Boulevard Santa Ana, CA , 92701

**THE NON-DERIVATIVES CONTRACTS LISTED ON THE PLAN SUPPLEMENT
THAT RELATE TO THE COUNTERPARTIES AND DEBTORS IDENTIFIED BELOW,
AS SET FORTH IN THE U.S. BANK OBJECTIONS, ARE U.S. BANK CONTRACTS**

Counterparty	Debtor	Title of Agreement	Notice Address
R07B62 (1000-100 WILSON OWNER LLC)	Lehman Brothers Holdings Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
R07D07 (EXMOOR 2008-1)	Lehman Brothers Holdings Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
R06B30 (LB-UBS 2006-C6)	Lehman Brothers Holdings Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010
R07D19 (CALWEST MEZZ C: CALWEST MEZZ D: CALWEST MEZZ F)	Lehman Brothers Holdings Inc.		Chapman and Cutler LLP Franklin H. Top, III 111 West Monroe Street Chicago, IL 60603 Craig M. Price 330 Madison Ave., 34th floor New York, NY 10017-5010